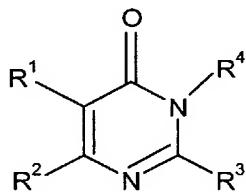


Amendments to the Claims:

This listing of claims replaces all prior versions, or listings, of the claims.

Claims 1-20 (Cancelled).

21. (New) A compound having the chemical formula:



wherein:

R¹ and R² are independently H, halogen, CN, CF₃, lower alkyl, cycloalk, or aryl; or R¹ and R² are together -(CH₂)_n- and n is 5, 4, or 3;

R³ is aryl, which is optionally substituted by 1 to 4 substituents on the aryl and each substituent independently is H, halogen, CN, CF₃, OCF₃, lower alkyl, N(lower alkyl)₂, lower alkoxy, OH, OC(O)-lower alkyl, OC(O)-lower alkylamino or OC(O)-lower alkyl-N(lower alkyl)₂; and

R⁴ is -(CH₂)_n-R⁵ wherein n is 2, and R⁵ is aryl, which is optionally substituted by 1 to 3 substituents on the aryl and each substituent is independently H, halogen, lower alkyl or lower alkoxy; or a pharmaceutically acceptable salt thereof.

22. (New) The compound according to claim 21, wherein R¹ and R² are independently hydrogen or lower alkyl.

23. (New) The compound according to claim 21, wherein R¹ and R² are together -(CH₂)_n- and n is 4 or 3.

24. (New) The compound according to claim 22, wherein said lower alkyl is independently methyl, ethyl or isopropyl.

25. (New) The compound according to claim 21, wherein R¹ is ethyl or isopropyl.
26. (New) The compound according to claim 21, wherein R² is methyl.
27. (New) The compound according to claim 23, wherein R¹ and R² together are -(CH₂)₄-.
28. (New) The compound according to claim 21, wherein R³ is phenyl optionally substituted by hydroxy or hydroxy and fluorine.
29. (New) The compound according to claim 21, wherein R⁵ is phenyl optionally substituted by 1 or 2 halogens.
30. (New) The compound according to claim 29, wherein said halogens are independently fluorine or chlorine.
31. (New) The compound according to claim 21, wherein the compound is:
2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5,6-dimethyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(4-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(4-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-5-propyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5-methyl-3-phenethyl-6-trifluoromethyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
5-cyclopropyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;

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2-(2-hydroxy-phenyl)-3-phenethyl-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
5-ethyl-2-(2-methoxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl ethyl]-5-isopropyl-2-(2-methoxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(5-chloro-2-hydroxy-pyridin-3-yl)-5-ethyl-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(3-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(5-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-fluoro-6-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
2-(5-chloro-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
2-(5-bromo-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-3-isopropyl-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(3,5-dibromo-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(3-chloro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-3-methyl-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(4-chloro-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one; or
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-4-methoxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
or a pharmaceutically acceptable salt thereof.

32. (New) The compound according to claim 21, wherein the compound is:

2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5,6-dimethyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;

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3-[2-(4-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(4-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-6-methyl-5-propyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5-methyl-3-phenethyl-6-trifluoromethyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
5-cyclopropyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
5-ethyl-2-(2-methoxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
2-(5-chloro-2-hydroxy-pyridin-3-yl)-5-ethyl-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(3-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(5-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-fluoro-6-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
2-(5-bromo-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-3-isopropyl-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(3,5-dibromo-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
or
2-(4-chloro-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
or a pharmaceutically acceptable salt thereof.

33. (New) The compound according to claim 21, wherein the compound is:

2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5,6-dimethyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;

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3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(4-fluoro-phenyl-ethyl)-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl-ethyl)-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(4-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl-ethyl)-2-(2-hydroxy-phenyl)-6-methyl-5-propyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5-methyl-3-phenethyl-6-trifluoromethyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
5-cyclopropyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
5-ethyl-2-(3-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(5-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-fluoro-6-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one; or
2-(4-chloro-2-hydroxy-phenyl)-5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
or a pharmaceutically acceptable salt thereof.

34. (New) The compound according to claim 21, wherein the compound is:

2-(2-hydroxy-phenyl)-5,6-dimethyl-3-phenethyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
3-[2-(4-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6-dimethyl-3H-pyrimidin-4-one;
5-ethyl-2-(2-hydroxy-phenyl)-6-methyl-3-phenethyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
5-ethyl-3-[2-(4-fluoro-phenyl-ethyl)-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-5-propyl-3H-pyrimidin-4-one;
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5-isopropyl-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-5-methyl-3-phenethyl-6-trifluoromethyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-5,6,7,8-tetrahydro-3H-quinazolin-4-one;

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3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-5,6,7,8-tetrahydro-3H-quinazolin-4-one;
5-cyclopropyl-3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one;
2-(2-hydroxy-phenyl)-3-phenethyl-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
3-[2-(3-fluoro-phenyl)ethyl]-2-(2-hydroxy-phenyl)-3,5,6,7-tetrahydro-cyclopentapyrimidin-4-one;
5-ethyl-2-(3-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one;
5-ethyl-2-(5-fluoro-2-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)-ethyl]-6-methyl-3H-pyrimidin-4-one; or
5-ethyl-2-(2-fluoro-6-hydroxy-phenyl)-3-[2-(3-fluoro-phenyl)ethyl]-6-methyl-3H-pyrimidin-4-one;
or a pharmaceutically acceptable salt thereof.

35. (New) The compound according to claim 21, wherein the compound is:
5-ethyl-3-[2-(2-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-3H-pyrimidin-4-one; or
3-[2-(3-fluoro-phenyl)-ethyl]-2-(2-hydroxy-phenyl)-6-methyl-5-isopropyl-3H-pyrimidin-4-one;
or a pharmaceutically acceptable salt thereof.

36. (New) A pharmaceutical composition comprising a compound according to claim 21 and a pharmaceutically acceptable diluent or excipient.